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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Power2Change Inc.

DOCUMENT NUMBER: N1600005797

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Priscilla M. Dragoi

(Name of Contact Person)

Roetzel & Address

(Firm/ Company)

20 S. Clark St., Ste. 300

(Address)

Chicago, IL 60603

(City/ State and Zip Code)

pdragoi@ralaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Priscilla M. Dragoi

(312)

580-1200

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of
Power2Change Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N1600005797

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Power2Change Foundation, Inc.

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**ATTACHMENT
TO
ARTICLES OF AMENDMENT
OF
POWER2CHANGE FOUNDATION, INC.**

ARTICLE 3. THE SPECIFIC PURPOSES FOR WHICH THIS CORPORATION IS ORGANIZED ARE:

To receive and administer funds exclusively for charitable, religious, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, without pecuniary gain or profit, incidental or otherwise, to its directors, officers, or any private individuals. It is the specific intent and purpose that said corporation shall be organized and operated exclusively for philanthropic and charitable organizations.

Specifically, the Corporation believes that together the power of 2, as a business and individuals, can change people's lives for the better and create opportunities for youth with a promise that through hard work and loving hands, good things will come.

To benefit and support the above, the Corporation shall be incorporated:

- (a) To accept, hold, invest, reinvest and administer gifts, bequests and devises which may be established herein to further the purposes of this organization and property of any sort without limitation as to the amount or value, and to use, disperse, or donate the income or principal thereof, solely for charitable, religious, scientific, literary or educational purposes;
- (b) To be operated so that contributions made to it by individuals or other corporations shall qualify as deductions for charitable, religious, scientific, or educational contributions under Section 170 of the Internal Revenue Code of 1986, as amended;
- (c) To provide gifts to other corporations, trusts or community chests, funds, or foundations or associations which qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which are operated exclusively for charitable, scientific, literary or educational purposes;
- (d) To distribute its income for each taxable year at such time and in such manner as to not become subject to the tax and undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;
- (e) Not to engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax law;
- (f) Not to make any investments in such a manner as to subject the investments to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws;

- (g) Not to make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax law;
- (h) To assure that no part of the net earnings of the corporation shall inure to the benefit of any director, or officer of the corporation, or to any private individual except that reasonable reimbursement may be paid for services rendered or expenses incurred to individuals acting to execute its corporate purpose;
- (i) To carry on any of the foregoing activities or purposes either directly or as an agent for or with other persons, associates, or corporations;
- (j) To carry on any activity and to deal with and expend any property or income therefrom or any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, the certificate of incorporation, the by-laws of the corporation, or any other limitations which are imposed by law, provided that no such activity shall be such as is not permitted by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the not-for-profit corporation laws of the State of Florida; and that the corporation shall not attempt to influence legislation by propaganda or otherwise, nor shall it intervene in or participate in any political activities on behalf of any candidate for public office;
- (k) To acquire, use, convey, or otherwise dispose of and deal in real property; and
- (l) To carry on its existence perpetually, except in the event of dissolution of the corporation, the Board of Directors shall, after payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for purposes of the corporation in such a manner or to such organization or organizations operated exclusively for charitable, religious, educational, or scientific purposes, as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine.
- (m) Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/4/16

Signature Lynn Giachetti
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lynn Giachetti

(Typed or printed name of person signing)

Treasurer/CFO

(Title of person signing)